

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

[Joint Administration Pending]¹

**DECLARATION OF STEPHEN M. LYNCH IN SUPPORT OF
DEBTOR'S APPLICATION FOR ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF ROBINSON, BRADSHAW & HINSON, P.A. AS
SPECIAL CORPORATE AND LITIGATION COUNSEL**

I, Stephen M. Lynch, hereby declare that the following is true and correct:

1. I am a shareholder of the firm Robinson, Bradshaw & Hinson, P.A., a professional corporation ("RBH"). RBH maintains offices for the practice of law at 101 North Tryon Street, Suite 1900, Charlotte, North Carolina 28246; 1450 Raleigh Rd, Suite 215 Chapel Hill, North Carolina 27517; and at 140 East Main Street, Suite 420, Rock Hill, South Carolina 29731.

2. I submit this Declaration in support of the application of the above-captioned debtor and debtor-in-possession ("Coltec")² for an Order authorizing the employment and retention of RBH as Special Corporate and Litigation Counsel to Coltec (the "Application") in the Coltec Bankruptcy Case.

¹ OldCo, LLC has moved to have its chapter 11 case jointly administered with the chapter 11 cases of *In re Garlock Sealing Technologies LLC* (10-BK-31607), *In re Garrison Litigation Management Group, Ltd.* (10-BK-31608) and *In re The Anchor Packing Company* (10-BK-31606), with *In re Garlock Sealing Technologies LLC* serving as the lead case.

² For convenience, the term "Coltec" in this Declaration refers to OldCo, LLC's predecessor, Coltec Industries Inc, when referring to events prior to the Coltec Restructuring and refers to OldCo, LLC when referring to events subsequent to the Coltec Restructuring.

3. This Declaration supplements the Declaration submitted by Garland S. Cassada in support of the Application. The purpose of this Declaration is to provide further detail of RBH's connections with Coltec, its parent EnPro Holdings, Inc., and its ultimate parent, EnPro Industries, Inc. ("EnPro"), as well as with other EnPro affiliates and subsidiaries.

(a) RBH has represented EnPro, Coltec and their affiliates since 2002. RBH's primary representations of EnPro, Coltec and their affiliates has been of EnPro, the ultimate parent company of Coltec and its affiliates.

(b) RBH has regularly advised EnPro since EnPro was incorporated in 2002 on a variety of matters, including general corporate legal matters, corporate borrowing, employee benefits, employment and commercial litigation, mergers and acquisitions, and securities law compliance and filings (including the review of periodic reports and other reports filed with the Securities and Exchange Commission and offerings of securities). The following summarizes significant representations of EnPro and its subsidiaries and affiliates, including Coltec, which have not already been identified in the Declaration of Garland S. Cassada:

(i) In 2001 and 2002, RBH counseled EnPro and its former corporate parent, Goodrich Corporation, regarding the incorporation of EnPro, the contribution to EnPro of Coltec and its subsidiaries, and the "spin off" transaction as a result of which EnPro became a publicly traded corporation. Thereafter, RBH has counseled EnPro regarding corporate governance matters, ordinary course securities regulatory and disclosure matters, certain employment and employee benefit matters, and ordinary course commercial matters.

(ii) In 2002, RBH represented EnPro, Coltec, and other EnPro subsidiaries with respect to a Credit Agreement among EnPro, certain material subsidiaries of EnPro, certain lenders, and Bank of America as agent, providing a \$60 million credit facility to Coltec and certain other EnPro subsidiaries. Additionally, RBH represented EnPro and its affiliates in connection with amendments, waivers, and consents related to the Credit Agreement.

(iii) In 2005, RBH represented EnPro in matters that resulted in the issuance of \$172,500,000 of convertible senior debentures.

(iv) In 2005, RBH advised Coltec and other affiliates with respect to a corporate reorganization under which Coltec acquired membership interests of two limited liability companies from Garlock Sealing Technologies LLC (“Garlock”) and a limited partnership subsidiary of Coltec purchased assets from another limited partnership that was a subsidiary of Garlock all in exchange for certain intercompany promissory notes (the “Intercompany Notes”).

(v) RBH represented EnPro, Coltec, Garlock, and other EnPro subsidiaries with respect to an Amended and Restated Loan and Security Agreement dated April 26, 2006 with certain lenders and Bank of America, as agent, that provided a \$75 million credit facility to Coltec, Garlock, and certain other EnPro subsidiaries. RBH also represented EnPro and its affiliates in connection with amendments, waivers, and consents related to such agreement.

(vi) RBH provided corporate and securities law advice to EnPro with respect to a proxy contest initiated by Steel Partners that was resolved in 2008.

(vii) In 2009, RBH assisted with the preparation of a distribution agreement between Stemco LP, a subsidiary of EnPro, and Duoline, S.A. for the distribution of products in North America.

(viii) In 2008, RBH represented Coltec in Coltec's purchase of business assets from Air Perfection, Inc.

(ix) In 2009, RBH represented Stemco in the acquisition of an interest in Stemco Crewson, LLC, a joint venture between Stemco and Tramec LLC.

(x) RBH represented EnPro and Coltec in the sale in March 2010 of EnPro's Quincy business unit to Atlas Copco AB and its affiliates.

(xi) RBH has counseled EnPro in connection with its evaluation of Garlock and Coltec's strategic alternatives to address and potentially resolve present and future asbestos claims. Moreover, before Garlock, Garrison Litigation Management Group, Ltd. ("Garrison"), and The Anchor Packing Company ("Anchor") filed their chapter 11 cases in June 2010 (collectively, the "Garlock Bankruptcy Case"), RBH advised EnPro, Coltec, Garlock, Garrison and Anchor in the documentation of various intercompany legal relationships that existed between Coltec, EnPro, Garlock, Garrison, Anchor and other affiliates.

(xii) In 2010, RBH counseled EnPro, Coltec, Garlock, and other affiliates in connection with the refinancing of the Intercompany Notes.

(xiii) Since 2010, RBH has been engaged to provide general corporate representation to EnPro, including corporate-governance matters and public-company reporting matters.

(xiv) Since 2010, RBH has been employed by Garlock, Garrison and Anchor as Special Corporate and Litigation Counsel in the Garlock Bankruptcy Case.

(xv) In 2010, RBH represented Fairbanks Morse Engine, at that time a division of Coltec, in an arbitration filed by Balfour Beatty Construction arising out of a dispute whether generators delivered by Fairbanks Morse Engine performed to contractual standards.

(xvi) In 2011, RBH represented EnPro affiliates with respect to the purchase of business assets and stock from Pipeline Seal and Insulator, Inc. and its affiliates.

(xvii) In 2011, RBH represented GGB LLC in the purchase of business assets from and related dealings with Peer Inc. d/b/a P.I. Bearing Technologies.

(xviii) In 2011, RBH represented Technetics Group LLC in the acquisition of Tara Technologies Corporation.

(xix) In 2012, RBH represented EnPro and its affiliates in the acquisition of Motorwheel Commercial Vehicle Systems, Inc.

(xx) From 2014 to 2016, RBH represented Fairbanks Morse Engine, at that time a division of Coltec, in litigation arising from a contract dispute with AVL Power Train Engineering, Inc.

(xxi) In 2014, RBH was engaged to assist EnPro in the amendment and restatement of its Senior Secured Revolving Credit Facility, in its cash tender offer to acquire its outstanding convertible debentures and in the offer and sale of its 5.875% Senior Notes.

(xxii) In 2014, RBH represented Technetics Group LLC in the acquisition of Fabrico, Inc.

(xxiii) In 2014, RBH assisted Coltec with the sale of a rubber technology business to GRT Rubber Technologies, LLC.

(xxiv) In 2014 and 2015, RBH represented EnPro with the exchange offer for its outstanding 5.875% Senior Notes registered on SEC Form S-4.

(xxv) In 2015, RBH represented Stemco Holdings, Inc. in the acquisition of Advanced Transit Dynamics, Inc.

(xxvi) In 2015, RBH represented EnPro and its affiliates in the purchase of business assets and stock from Veyance Technologies, Inc. and its affiliates.

(xxvii) In 2016, RBH represented Garlock Hygienic Technologies, LLC in the purchase of the business assets of Rubber Fab Gasket & Molding, Inc.

(xxviii) In 2016, RBH represented EnPro and its affiliates in the “Coltec Restructuring,” as further described in the Disclosure Statement filed in the Coltec Bankruptcy Case, that resulted in, among other things, the formation of EnPro Holdings, Inc. and OldCo, LLC, Coltec Industries Inc.’s merger into OldCo, LLC, and the reorganization of Coltec Industries Inc.’s former business divisions.

4. The following table contains the amounts and dates on which RBH was paid by EnPro for services rendered and for reimbursement of expenses during the 12-month period before Coltec filed its chapter 11 case:

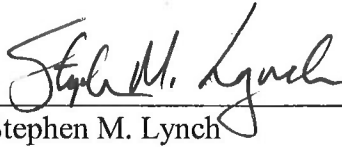
<u><i>Date Received</i></u>	<u><i>Payment Amount</i></u>
2/9/2016	\$2,631.80
2/22/2016	\$56,425.81
2/23/2016	\$7,333.50
3/10/2016	\$38,610.60
4/6/2016	\$3,841.15

5/17/2016	\$4,293.45
5/26/2016	\$1,530.00
6/1/2016	\$145,814.34
6/7/2016	\$27,247.41
6/23/2016	\$36,584.00
6/30/2016	\$250,108.50
7/8/2016	\$14,529.70
7/12/2016	\$22,548.15
7/19/2016	\$44,917.35
8/9/2016	\$4,299.00
8/16/2016	\$24,490.35
8/23/2016	\$97,242.27
9/1/2016	\$62,461.67
9/7/2016	\$6,279.04
10/4/2016	\$27,798.43
10/14/2016	\$98,651.06
10/18/2016	\$630.60
10/21/2016	\$90.00
11/1/2016	\$2,453.44
12/19/2016	\$93,316.00
12/21/2016	\$218,269.21
1/4/2017	\$137,616.21
1/11/2017	\$1,058.50
1/26/2017	\$144.00
Total	\$1,431,215.54

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signature page of declarant follows]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

This the 30th day of January, 2017.



Stephen M. Lynch